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State Auditor's Office
840 Helena Avenue
Helena, Montana 59601
(406) 444-2040

Attorney for the Department of Insurance

**BEFORE THE COMMISSIONER OF SECURITIES AND INSURANCE
OFFICE OF THE STATE AUDITOR
STATE OF MONTANA**

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|-----------------------------|---|------------------------------|
| |) | |
| |) | CASE NO. INS-2009-49 |
| IN THE MATTER OF FRANCIS L. |) | |
| DEAN and FRANCIS L. DEAN & |) | CONSENT AGREEMENT AND |
| ASSOCIATES, INC., |) | FINAL ORDER |
| |) | |
| Respondents. |) | |

This Consent Agreement dated this 14th day of May, 2010, is between the Montana Insurance Department ("Department"), acting pursuant to the authority of the Insurance Code, Mont. Code Ann. § 33-1-101 *et. seq.*, and § 2-4-603, and Francis L. Dean, and Francis L. Dean & Associates, Inc. (referred to collectively herein as "Respondents").

RECITALS

WHEREAS, the Department alleges certain violations of Mont. Code Ann. §§ 33-2-310 through 33-2-312 resulting in underpayment of premium tax and stamping fees.

WHEREAS, the Respondents neither admit nor deny said allegations.

WHEREAS, the Department and the Respondents agree that the parties' best interests would be served by entering into the following specific agreement and undertakings set forth below.

NOW THEREFORE, in consideration of the mutual undertakings established herein, the Department and the Respondents enter into the following:

AGREEMENT

The Department together with the Respondents hereby stipulate and agree to the following:

1. The Respondents acknowledge the Commissioner of Securities and Insurance, Office of the State Auditor (the "CSI"), and the Department have jurisdiction over the subject matter of the above-entitled proceeding.
2. The Respondents acknowledge they were advised of their option to be represented by legal counsel, have consulted with legal counsel regarding this Consent Agreement, and are satisfied with the services of their legal counsel.
3. The Respondents acknowledge that they have read and understand each term of this Consent Agreement and they enter into this Consent Agreement voluntarily and without reservation.
4. The Respondents stipulate and agree with the Department that this Consent Agreement resolves alleged violations set forth herein above.
5. The Respondents and the Department hereby acknowledge and agree that this Consent Agreement constitutes the entire agreement between the parties and that no other promises or agreements, either express or implied, have been made by the Department or by any member, officer, agent, or representative of the Department to induce the Respondents to enter into this Consent Agreement.
6. The Respondents specifically and affirmatively waive their right to a contested case hearing and elect to resolve this matter on the terms and conditions set forth herein.

7. The Respondents fully and forever release and discharge the CSI, Department, and all Department employees and agents from any and all actions, claims, causes of action, demands, or expenses for damages or injuries, whether asserted or unasserted, known or unknown, foreseen or unforeseen, arising out of this matter.

8. The parties acknowledge and agree that this Consent Agreement may not be modified orally, and any subsequent modifications to this Consent Agreement must be mutually agreed upon in writing to be effective.

9. The Department and the Respondents agree that this Consent Agreement shall be incorporated into and made a part of the attached Final Order issued by the Commissioner herein.

10. The Respondents further understand that, upon the signing of the Final Order by the Commissioner or her representative, this Consent Agreement and Final Order will be an order of the CSI and failure to comply with it may constitute a separate violation of the Montana Insurance Code and, as provided in Mont. Code Ann. § 33-1-318, may result in subsequent legal action by the Department.

11. Upon execution of this Consent Agreement and full payment of premium taxes, stamping fees, and an administrative fine as set forth in Paragraph 15 below, the Department will not commence any further administrative, civil, or other legal action based upon the allegations set forth herein above that occurred prior to the execution of this Consent Agreement.

12. This Consent Agreement shall be effective upon signing of the Final Order.

13. The Respondents acknowledge that this Consent Agreement and Final Order are public records under Montana law and as such may not be sealed or otherwise withheld from the public.

14. The Respondents shall henceforth comply with Mont. Code Ann. §§ 33-2-310 through 33-2-312.

15. The Department and the Respondents further agree as follows:

(a) The Department and the Respondents hereby stipulate and agree to the imposition of an administrative fine upon the Respondents, jointly and severally, in the amount of Eighteen Thousand Seven Hundred Seven Dollars and Thirty-Seven Cents (\$18,707.37) which shall be tendered to the Department no later than ten days from the effective date of this Consent Agreement as set forth in Paragraph 12 above.

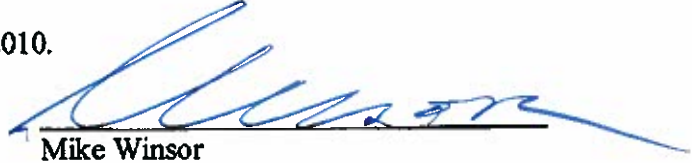
(i) The check for the administrative fine should be made payable to the Montana State Auditor's Office and sent to the Montana State Auditor's Office, Attention: Mike Winsor, 840 Helena Avenue, Helena, MT, 59601.

(b) The Respondents further agree to pay the past stamping fees owed to the Department in the amount of One Thousand Six Hundred Sixty-Two Dollars and Eighty-Eight Cents (\$1,662.88) and past premium taxes owed to the Department in the amount of Four Thousand Five Hundred Seventy-Two Dollars and Ninety-One Cents (\$4,572.91) no later than ten days from the effective date of this Consent Agreement as set forth in Paragraph 12 above.

(i) The payment for past stamping fees and premium taxes shall be in the form of one check totaling Six Thousand Two Hundred Thirty Five Dollars and Seventy-Nine Cents (\$6,235.79), accompanied by a memorandum indicating how much of the payment

is toward past stamping fees and how much of the payment is for past premium taxes,
made payable to the Montana State Auditor's Office, and sent to the Montana State
Auditor's Office, Attention: Mike Winsor, 840 Helena Avenue, Helena, MT, 59601.

DATED this 19th day of May, 2010.


Mike Winsor
Attorney for the Department of Insurance

DATED this 16th day of May, 2010

FRANCIS L. DEAN & ASSOCIATES,
INC.,

By: 

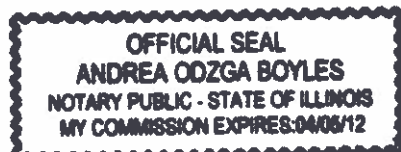
Its: General Counsel

STATE OF: Illinois)

:ss

County of: DuPage)

SUBSCRIBED and SWORN to before me this 14th day of May, 2010.




(Signature)

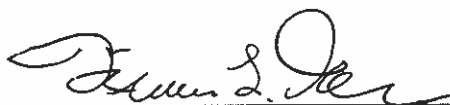
ANDREA Odzga BOYLES
(Printed name)

Notary Public for the State of: Illinois

Residing at: Bolingbrook, Illinois

My Commission Expires: 4-5-2012

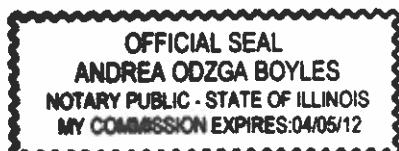
DATED this 14th day of May, 2010

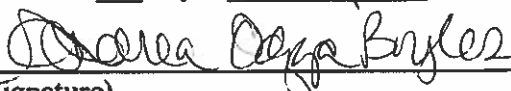

FRANCIS L. DEAN

STATE OF: Illinois)

County of DuPage) :ss

SUBSCRIBED and SWORN to before me this 14th day of May, 2010.




(Signature)

ANDREA Odzga BOYLES
(Printed name)

Notary Public for the State of: Illinois

Residing at: Bolingbrook, Illinois

My Commission Expires: 4-5-2012

FINAL ORDER

Pursuant to the authority vested by the Montana Insurance Code, Mont. Code Ann. § 2-4-603, and Mont. Code Ann. § 33-1-101, *et seq.*, and upon review of the foregoing Consent Agreement and Final Order and good cause appearing therefor,

IT IS ORDERED that the foregoing Consent Agreement between the Department of Insurance and the Respondents is hereby adopted as if set forth fully herein.

DATED this 19th day of May, 2010.

MONICA J. LINDEEN
Commissioner of Securities and Insurance

By: 
ROBERT W. MOON
Deputy Commissioner of Insurance

cc: Francis L. Dean
Francis L. Dean & Associates, Inc.
Mike Winsor, Insurance Department